



CULLEN RESOURCES LIMITED

A.C.N. 006 045 790
A.B.N. 46 006 045 790

Level 4,
118 Christie Street
St Leonards NSW 2065
P.O. Box 23, St. Leonards, 1590, Australia
Telephone: (612) 9437 4588
Fax: (612) 9437 4599
Email: info@cullenresources.com.au
Website: www.cullenresources.com.au

25 July 2003

The Listing Manager
Australian Stock Exchange Limited
20 Bond Street
Sydney NSW 2000

Dear Sir

Shareholders' Share Purchase Plan

The Board of directors of Cullen Resources Limited is pleased to announce the introduction of a Shareholders' Share Purchase Plan.

The purpose of the Plan is to raise funding for drilling and exploration of the various properties held by the company.

The issue price for the new shares will be 3 cents per share, representing a discount to the volume weighted average trading price over the last 30 business days. Shareholder eligibility for participation in the Plan will be determined on 28 July 2003, and the offer is planned to close on 27 August 2003.

Please find attached the Letter to Shareholders, Application Form and Terms and Conditions of the Plan.

Yours faithfully
Cullen Resources Limited

W J Kernaghan
Company Secretary



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Dear Shareholder

INVITATION TO PARTICIPATE IN THE CULLEN RESOURCES LIMITED SHAREHOLDER SHARE PURCHASE PLAN

The Board of Directors of Cullen Resources Limited is pleased to provide all Australian and New Zealand registered shareholders the opportunity to participate in a Shareholder Share Purchase Plan (the "Plan").

Each of the Directors, who are also shareholders in the Company and as such are entitled to participate in the Plan, intend to participate and increase their shareholdings by taking shares in the offer.

If you wish to participate in this Plan, you must complete and lodge the enclosed blue application form together with your payment by the closing date of 27 August 2003.

Forthcoming Company Activities

The exploration success that the Company has achieved during the past year at the 650 km² Gunbarrel Project in Western Australia has encouraged the Company to plan more extensive exploration programmes across the project area. The Company intends to further test gold mineralisation discovered at "Southern," and selected underexplored, quality targets derived from Cullen's recent aeromagnetic survey and the compilation of all geological data. It is prudent to ensure adequate funding for these programmes, and for the Company's other exploration activities elsewhere.

Participation in the Plan will provide shareholders with increased exposure to the Company's excellent exploration portfolio ahead of drilling programmes at the Gunbarrel Project (for gold by Cullen and for nickel by joint venturer WMC Limited) and at the Ashburton Gold Province projects by joint venturer Barrick Gold Australia Ltd.

Directors believe that rather than making a placement to selected investors it is more appropriate at this time to offer existing shareholders the opportunity to acquire further shares.

A one-page Shareholder Update which provides a summary of Cullen's projects is enclosed for your information.

The Plan

The Plan entitles you, as an eligible shareholder in the Company and irrespective of the size of your shareholding, to purchase up to \$4,950 worth of new shares in the Company at an issue price of 3.0 cents per share. During 2003 Cullen shares have traded between 2.8 cents and 5.4 cents.

The record date for determining your eligibility to participate is 28 July 2003.

Purchase of shares under the Plan is free of all brokerage, commission and stamp duty, and represents an opportunity for shareholders to increase their shareholdings free of normal transaction duties. The **maximum purchase** is \$4,950 worth of shares (165,000 shares) and the **minimum purchase** is \$510 worth of shares (17,000 shares). Shareholders may also apply for any number of shares between the maximum and minimum purchase levels.

The Plan also provides an opportunity to shareholders who hold less than a marketable parcel of shares (\$500 worth) to increase their shareholding to greater than the marketable parcel level without other charges.

The Company will not issue more than 40 million ordinary shares under the Plan, which represents 14.9% of the current issued capital of Cullen. The maximum amount that would be raised is approximately \$1.2 million. If applications are received for more than the maximum of 40 million shares, applications will be scaled back by the Company to conform to the maximum amount. Directors reserve the right to close the offer earlier than the closing date of 27 August 2003 without notice.

Participation, Key Dates and Additional Information

Participation in the Plan is entirely at your discretion and is subject to the Terms and Conditions enclosed. The share price may rise or fall before the date shares are issued to you and you should therefore seek your own financial advice in relation to your participation in the Plan. The shares subscribed for will be issued, and quotation of the shares on the ASX applied for, on or before 10 September 2003.

Applications must be received prior to the close of the offer at 5pm on 27 August 2003. If you wish to participate, please forward your completed application form, together with your credit card details or a cheque payable to "Cullen Resources Limited SSPP Account", to Computershare Investor Services Pty Limited in the enclosed reply paid envelope. Mailed applications must be received or the envelope postmarked on or before the closing date of 27 August 2003. Applications using credit card payment may be faxed to Computershare at +612 8234 5050 on or before the closing date.

All Directors endorse this issue to you and recommend that you take the opportunity to increase your shareholding.

If you have any questions in relation to the Plan, please contact the Company Secretary, Mr Wayne Kernaghan, during normal business hours on +612 9437 4588 or info@cullenresources.com.au Additional information on the Company and its projects is available on our website www.cullenresources.com.au

Yours faithfully,

Denis E. Clarke
Chairman
Cullen Resources Limited

This document sets out the Terms and Conditions governing an offer of shares made to Eligible Members under the Cullen Resources Limited Shareholder Share Purchase Plan (“SSPP”).

1. DEFINITIONS

In this SSPP, unless the context otherwise indicates:

Acceptance Period means the period commencing on the date on which Offers under the SSPP are sent to Eligible Members and ceasing on the Closing Date;

Allotment Period has the meaning given in clause 3.3;

ASX means the Australian Stock Exchange Limited;

Board means the board of directors of the Company;

Business Day means Monday to Friday inclusive, except New Year’s Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that the ASX declares is not a business day;

Closing Date means the date specified as such in an Offer, or such later date as may be determined by the Board;

Company means Cullen Resources Limited ABN 46 006 045 790;

Eligible Members means members of the Company eligible to participate in an Offer as determined under clause 2;

Offer means a non-renounceable offer of Shares to Eligible Members under the SSPP from time to time;

Market Price means the weighted average sale price of Shares in the ordinary course of trading on ASX over the last five (5) Business Days immediately prior to the date of the Company announcing its intention to make an Offer. If no Shares have been sold on ASX during those five (5) Business Days, the Purchase Price will be determined by the Board having regard to the last sale price per Share of such Shares in the Company sold in the ordinary course of trading on ASX prior to the date of such announcement;

Purchase Price means the subscription price for each Share determined in accordance with clause 5 and specified in each Offer;

Record Date means the date for determining eligibility to participate in an Offer as may be determined by the Board;

SSPP means the Cullen Resources Limited Shareholder Share Purchase Plan approved by the Board from time to time;

Shares means fully paid ordinary shares in the Company; and

Terms means the terms of the SSPP, as amended and modified from time to time.

2. ELIGIBILITY TO PARTICIPATE

2.1 The members of the Company who will be eligible to apply for Shares under an Offer (the "Eligible Members") are those who:

- are recorded in the Company's register of members at 5pm Eastern Standard Time on the relevant Record Date, as determined by the Board, for that Offer;
- have an address (as recorded in the Company's register of members) in a jurisdiction in which it is lawful and practical for the Company to offer and issue Shares under the SSPP (in the reasonable opinion of the Board); and
- the Company has received an application form together with the application monies during the Acceptance Period.

2.2 The Board may from time to time decide that the right to participate in the SSPP will not be available to members who have registered addresses in a country or place where participation in the SSPP would or may be unlawful, if no registration statement is given or other formality under the laws of that country or place is not complied with.

3. APPLICATION FORMS

- 3.1 The Company will not accept an application form unless:
- (a) it is received during the Acceptance Period; and
 - (b) the Eligible Member provides the appropriate application monies to accompany the application form.
- 3.2 In response to an Offer, Eligible Members:
- (a) must apply for a minimum of \$510 worth of Shares (based on the Purchase Price for that Offer); and
 - (b) may only apply for such number of Shares that will result in the total Purchase Price for that Offer when aggregated with the total Purchase Price paid in response to all other Offers in the 12 month period prior to the date of that Offer not exceeding \$5,000 worth of Shares (based on the Purchase Price of each relevant Offer).
- 3.3 In respect of application monies received from an Eligible Member, the Company will, within 10 Business Days after the Closing Date ("Allotment Period"):
- (a) credit that Eligible Member with so much of the application monies as does not exceed \$5,000 when added to all other application monies (if any) received from the Eligible Member in the preceding 12 months, pursuant to the SSPP ("Allowable Cash Contribution");
 - (b) determine the maximum number of additional Shares rounded up to the nearest whole number, priced in accordance with clause 5.1 which may be acquired by the Eligible Member using the amount of Allowable Cash Consideration credited to the Eligible Member;
 - (c) allot to the Eligible Member such number of Shares referable to the Allowable Cash Contribution; and
 - (d) return to the Eligible Member so much of the application monies, if any, received from them as exceeds the Allowable Cash Contribution.

4. OPERATION OF THE SSPP

- 4.1 All Offers made under the SSPP are non-renounceable.
- 4.2 Participation in the SSPP by Eligible Members is entirely optional and is subject to these terms.
- 4.3 Each Eligible Member is solely responsible for obtaining any government or regulatory approvals and consents necessary for that Eligible Member to be eligible to participate in the SSPP.

5. CALCULATION OF THE PURCHASE PRICE AND ACCEPTANCE OF RISK FACTORS

- 5.1 The Purchase Price of Shares under an Offer will be determined by the Board at the time each offer is made, but must be offered at a discount to the Market Price.
- 5.2 By accepting an Offer and applying for Shares under the SSPP, each Eligible Member will be acknowledging that although the Purchase Price is at a discount to the Market Price, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make an Offer and the date of issue of Shares under that Offer and that the price and/or value of the Shares received under the SSPP may rise or fall accordingly.

6. TERMS OF ISSUE OF SHARES

- 6.1 The Board reserves the right to refuse an application (in whole or in part) if it considers that:
- (a) the applicant is not an Eligible Member;
 - (b) the issue of those Shares would contravene any law or the ASX Listing Rules; or

(c) the applicant has not otherwise complied with the terms of the SSPP.

If an application is refused in whole or in part, the application monies or the surplus application monies (as the case may be) will be refunded in full without interest.

- 6.2 Shares will not be allotted under the SSPP, unless and until all necessary shareholder approvals or relevant Australian Stock Exchange waivers are obtained to ensure that the issue of the Shares does not contravene any laws or the ASX Listing Rules.
- 6.3 The Company reserves the right to allot fewer or no Shares than a Shareholder applies for pursuant to an Offer, if the necessary shareholder approval for the issue of Shares is not obtained, or if the Company believes that the allotment of those Shares would otherwise contravene any law or ASX Listing Rule. In the event the Company is not permitted to issue all the Shares offered as a result of any law or ASX Listing Rule, the Company will use its best endeavours to allocate Shares to Shareholders applying for Shares on a pro-rata basis or on some other equitable basis as may be determined by the Board.
- 6.4 Should the Directors set a maximum number of Shares to be issued under the SSPP, and the Company receives subscriptions in excess of this maximum, the Directors reserve the right to scale back the applications to total the maximum number of shares to be issued.
- 6.5 From their date of issue, Shares allotted under the SSPP will rank equally in all respects with the then existing fully paid ordinary shares in the Company and therefore will carry the same voting rights, dividend rights and other entitlements.
- 6.6 The Company will apply for quotation on the ASX of Shares issued under the SSPP, within the period prescribed by the Listing Rules of the ASX.
- 6.7 No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Members in respect of an application for, and an issue of, Shares under the SSPP.
- 6.8 Subject to clause 6.1, 6.2 and 6.3, Shares will be issued and holding statements dispatched no later than 15 Business Days after the Closing Date stipulated in respect of an Offer.

7. GENERAL

- 7.1 The SSPP will be administered by the Board or a committee of the Board who will have an absolute discretion to:
- (a) determine appropriate procedures for administration of the SSPP consistent with these Terms;
 - (b) resolve conclusively all questions of fact or interpretation arising in connection with the SSPP or these Terms; and
 - (c) delegate to any one or more persons, for such period and on such conditions as they may determine, the exercise of their powers or discretions under the SSPP or these Terms.
- 7.2 The SSPP and these Terms may be suspended, terminated or amended at any time by the Board.
- 7.3 The SSPP will operate until terminated by the Board.
- 7.4 The Board may resolve any dispute concerning the SSPP in such manner as they see fit or adopt any administrative procedures in relation to the SSPP as they deem appropriate. The decision of the Board will be final and binding on the parties to the dispute or the Eligible Members or both, as the case may be.
- 7.5 These Terms are governed by and construed in accordance with the laws for the time being in force in the State of New South Wales.

Cullen Resources Limited

ABN 46 006 045 790

SHAREHOLDER SHARE PURCHASE PLAN APPLICATION FORM

HOLDER NAME

HIN/SRN:

ADDRESS

City/Town
Post Code

NON-RENOUCEABLE OFFER CLOSING AT 5.00 PM EST ON 27 AUGUST 2003

TO THE DIRECTORS, CULLEN RESOURCES LIMITED:

I/We, the above mentioned, wish to apply for the number of new fully paid ordinary shares as stated below at an issue price of 3.0 cents per share which will be issued in accordance with the Cullen Resources Limited Shareholder Share Purchase Plan and the Constitution of the Company.

| NUMBER OF NEW SHARES | AMOUNT ENCLOSED | IMPORTANT NOTICE |
|----------------------|-----------------|---|
| _____ @ 3.0c each = | \$ _____ | <ul style="list-style-type: none">• The minimum number of new shares you can apply for is 17,000 which will cost you \$510• The maximum number of new shares you can apply for is 165,000 which will cost you \$4,950• You can apply for any number of new shares between the minimum and maximum |

I/We enclose my/our payment of 3.0 cents for each new fully paid ordinary share applied for. I/We hereby authorise you to place my/our name(s) on the register of members in respect of the new fully paid shares allotted to me/us and I/We agree to be bound by the Company's Constitution and the terms of the Cullen Resources Limited Shareholder Share Purchase Plan.

PAYMENT BY CHEQUE OR CREDIT CARD

EITHER insert details of your cheque or bank cheque - please complete in BLOCK LETTERS

| Drawer | Bank | Branch | Amount |
|--------|------|--------|--------|
| | | | |

OR please debit my credit card: Mastercard Bankcard Visa

Card No:

Name on Card:

Expiry Date:

Signature:

Please provide a daytime (business hours) telephone number so that we can contact you if we have any questions regarding your application. Day time telephone no: (.....).....

LODGE YOUR APPLICATION AS SOON AS POSSIBLE IN THE REPLY PAID ENVELOPE PROVIDED

NOTE: Return of the completed application form, together with your cheque(s) or credit card payment details for the application monies, will constitute your offer to subscribe for new shares in the company, and your acceptance of the Terms and Conditions of the Cullen Resources Limited Shareholder Share Purchase Plan.

This Share Purchase Plan Application Form with your payment must be lodged with the Share Registry, mailed in the Reply Paid envelope provided or credit card payments may be faxed to Computershare on (+612) 8234 5050, not later than 5:00 pm, Sydney time on 27 August 2003.

FOR INSTRUCTIONS ON COMPLETING AND LODGING THIS APPLICATION FORM, PLEASE SEE OVERLEAF. IF YOU ARE UNSURE HOW TO COMPLETE THIS APPLICATION FORM, PLEASE CONTACT CULLEN RESOURCES LIMITED ON TEL: (02) 9437 4588 or FAX : (02) 9437 4599

CERTIFICATION

By completing and returning this Application Form, with my cheque(s) or credit card payment for the application monies, I/we hereby:

1. acknowledge that I/we have read and understood the Terms of the Cullen Resources Limited Shareholder Share Purchase Plan;
2. agree to be bound by the terms of the Cullen Resources Limited Shareholder Share Purchase Plan and the Company's Constitution;
3. agree to accept any lesser number of new shares than the number of new shares applied for; and
4. certify that the amount of shares subscribed for by me/us pursuant to the Cullen Resources Limited Shareholder Share Plan (being a maximum of \$5,000 worth of shares) does not exceed \$5,000, taking into account all applications including joint and other beneficial interests.

INSTRUCTIONS TO COMPLETE APPLICATION FORM

Completion of Application Form

Insert the total amount of your subscription payment in the box headed "Amount Enclosed". If the amount of your stated payment is a different amount to the actual total of cheques included with this Application Form, the Company reserves the right to either reject your application or accept it in respect of the lesser of your stated subscription amount or your actual payment total. Receipts for payment will not be issued.

Please complete all relevant sections of the Application Form using BLOCK LETTERS.

Please see the instructions below under the heading "Payment" in relation to how you may pay for the new shares subscribed for.

How to Lodge your Application

The completed Application Form, together with your payment for the full amount of new shares applied for; should be enclosed and returned in the Reply Paid envelope provided with this Application. **This must be received by Computershare Investor Services or the envelope post marked by 5:00pm (Sydney time) on 27 August 2003.**

The Company's Share Registry is located at the addresses set out below:

COMPUTERSHARE INVESTOR SERVICES PTY LIMITED
GPO Box 7045
SYDNEY NSW 2001

COMPUTERSHARE INVESTOR SERVICES PTY LIMITED
Level 3,
60 Carrington Street
SYDNEY NSW 2000

Applications with payment by CREDIT CARD may be faxed to Computershare at (+612) 8234 5050. **If your Application Form is faxed in this manner, DO NOT send the originals.**

Payment

You may pay for the new shares applied for by cheque or by credit card. Cash payment will not be accepted.

Payments must be made in Australian Currency and cheque(s) must be drawn on an Australian Bank.

Complete cheque details as requested. Cheque(s) must be made payable to "Cullen Resources Limited SSPP Account" and crossed "not negotiable". Cheque(s) not properly drawn will be rejected. Cheques will generally be deposited on the day of receipt. If cheque(s) are dishonoured the application will be rejected.

If you wish to pay with your credit card, please complete and sign the credit card payment authorisation on the Application Form.

Limitation on Participation

The maximum subscription limitation of \$5,000 will apply even if an Eligible Shareholder has received more than one Application Form (whether in respect of a joint holding or because the Eligible Shareholder has more than one holding under separate share accounts).



ACTIVE GOLD AND NICKEL EXPLORER

Cullen is actively exploring for gold, in its own right, and for nickel and gold with its JV partners, over tenements in three, world class exploration regions of Western Australia.

Cullen – 90% & 100%

- **Gunbarrel Gold**

Cullen - WMC Ltd

- **Gunbarrel Nickel**

Cullen - 100%

- **Wonganoo Gold and Nickel**

Cullen - Sipa

- **Killaloe Nickel**

Cullen – 100%

- **Killaloe Gold**

Cullen – Barrick

- **De Courcy**
- **Hardey Junction**
- **Mt Stuart**
- **Catho Well**

Cullen – 51 and 100%

- **Yanks Bore**

- Cullen's Projects are located in the **Ashburton Gold Province**, the **Norseman Gold and Nickel Province** and in the **Northeast Goldfields**.
- Cullen is well placed to mount vigorous target development and drill testing programmes.
- Drilling is planned for the September Quarter, 2003 in the **NE Goldfields** for gold (by Cullen) and nickel (by WMC) and in the **Ashburton Gold Province** (by Barrick).

NE Goldfields

The **Gunbarrel Project** is part of Cullen's tenement interests in the NE Goldfields. The project is located ~90km E of the Yandal Gold Belt. It covers ~650km² of granite-greenstone terrane, prospective for both gold and nickel ore deposits. Exploration activity by Cullen for gold has been at a high level since the discovery of significant gold mineralisation at the "**Southern**" prospect last year, and several drilling campaigns have been completed. RC drilling completed at the Central Zone of mineralisation at Southern, has returned encouraging intersections including : **2m @ 10.01 g/t from 50m and 7m @ 9.05 g/t Au from 116m in hole MERC 74 and 9m @ 6.2 g/t Au from 98m in MERC 75**. Gold mineralisation occurs in shallow dipping, quartz lode zones hosted in mafic rocks. The Central Zone is open along strike and at depth and further RC drilling is planned for the September Quarter. Interpretation of airborne magnetics data indicates numerous gold targets occur across the project and the best of these will be explored in the coming months.

WMC may earn a 75% interest in the nickel and base metal rights of certain of Cullen's tenements in the **Gunbarrel Project** area. WMC has completed programmes of lag geochemistry and geophysical surveying and is planning to drill two deep diamond holes to test nickel sulphide targets (electromagnetic conductors) during the September Quarter.

Cullen has built up a large tenement position in the Dingo Range and Mt Fisher Greenstone Belts, located ~ 60km SW of Gunbarrel near Wonganoo Station. Compilation of available exploration data for the **Wonganoo Project** is in progress in order to prioritise nickel and gold targets.

Norseman Gold and Nickel Province

The Killaloe Project is located ~25km NE of Norseman in the Kambalda-Widgiemoollha region of W.A. Extensive exploration for massive nickel sulphides by joint venture partner Sipa Resources International Ltd has included ground electromagnetic surveying and drilling along about 20km of ultramafic stratigraphy. Ten conductors have been tested by drilling to date and although these were found to be either sulphidic black shales or barren massive sulphides, further exploration is under consideration.

Gold exploration to date by Cullen has identified Peninsula-Peninsula South, Duke and Baseline prospects as a priority for follow up RAB and/or RC drilling.

Ashburton Gold Province

Cullen has been actively exploring in the Ashburton Province since 1998 and has acquired large areas of tenements along the "Paraburdoo Hinge Zone" – a major shear zone system believed to be prospective for "Carlin style", sediment-hosted gold deposits. Barrick Gold of Australia Limited and Cullen have formed the Wyloo Joint Venture whereby Barrick may earn a 70% interest in Cullen's tenements in the area around the Wyloo Dome by sole funding expenditure of \$5 million over 5 years. Expenditure of \$350,000 in the first year is committed.

Barrick commenced exploration in the June Quarter with reconnaissance RAB and aircore drilling and RC drilling to follow later in the field season. Further mapping and reconnaissance stream sediment sampling are scheduled for the remainder of the Joint Venture tenements.

The Yanks Bore project in the NW Ashburton Province includes a JV with Udu Resources Ltd. This project is also prospective for "Carlin style", sediment hosted gold deposits. A +40 km, prospective structural corridor in the project area presents a 9km strike zone that is strongly anomalous in gold and provides immediate drill targets.



Contact Details:

John Horsburgh or Grahame Hamilton
Tel: (02) 9437 4588, Fax (02) 9437 4599
www.cullenresources.com.au

Dr Chris Ringrose
Tel (08) 9474 5511
Fax (08) 9474 5588
info@cullenresources.com.au